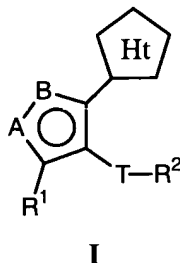


AMENDMENT TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Previously presented) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

Ht is pyrrol-3-yl having R³ and QR⁴ substituents;

A-B is N-O or O-N;

R¹ is hydrogen or -NHR;

T is a valence bond;

Q is -C(O) or -SO₂-;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

R² is an aryl group substituted with up to three R⁸ substituents;

R³ is hydrogen;

R⁴ is -R⁶ or -NHR⁶;

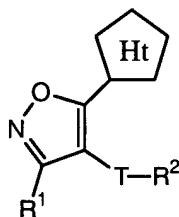
each R⁶ is independently selected from -(CH₂)_yR⁷;

y is 0-6;

each R⁷ is an optionally substituted group independently selected from aryl, heteroaryl, or heterocyclyl;

each R⁸ is independently selected from halogen, -R', or -OR'; wherein each R' is independently selected from hydrogen or an optionally substituted C₁₋₁₂ aliphatic.

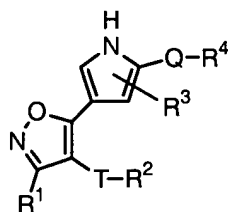
2. (Previously presented) The compound according to claim 1 having the formula:



II

or a pharmaceutically acceptable salt thereof.

3. (Previously presented) The compound according to claim 2 having the formula:



II-A

or a pharmaceutically acceptable salt thereof.

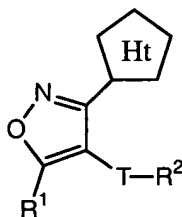
4. (Previously presented) The compound according to claim 3, wherein said compound has one or more features selected from the group consisting of:

- (a) Q is -CO-;
- (b) R¹ is hydrogen; and
- (c) R⁷ is an optionally substituted heterocyclyl group.

5. (Previously presented) The compound according to claim 4, wherein:

- (a) Q is -CO-;
- (b) R¹ is hydrogen; and
- (c) R⁷ is an optionally substituted heterocyclyl group.

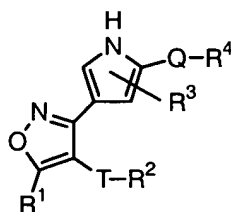
6. (Previously presented) The compound according to claim 1 having the formula:



III

or a pharmaceutically acceptable salt thereof.

7. (Previously presented) The compound according to claim 6 having the formula:



III-A

or a pharmaceutically acceptable salt thereof.

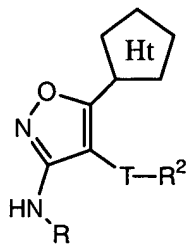
8. (Previously presented) The compound according to claim 7, wherein said compound has one or more features selected from the group consisting of:

- (a) Q is -CO-;
- (b) R¹ is hydrogen; and
- (c) R⁷ is an optionally substituted heterocyclyl group.

9. (Previously presented) The compound according to claim 8, wherein:

- (a) Q is -CO-;
- (b) R¹ is hydrogen; and
- (c) R⁷ is an optionally substituted heterocyclyl group.

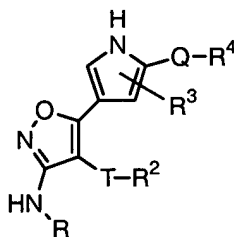
10. (Previously presented) The compound according to claim 1 having the formula:



IV

or a pharmaceutically acceptable salt thereof.

11. (Previously presented) The compound according to claim 10 having the formula:



IV-A

or a pharmaceutically acceptable salt thereof.

12. (Previously presented) The compound according to claim 11, wherein said compound has one or more features selected from the group consisting of:

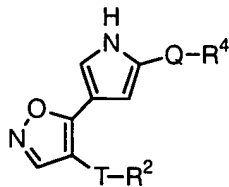
- (a) Q is $-\text{CO}-$; and
- (b) R^7 is an optionally substituted heterocyclyl group.

13. (Previously presented) The compound according to claim 12, wherein:

- (a) Q is $-\text{CO}-$; and
- (b) R^7 is an optionally substituted heterocyclyl group.

14-17. (Canceled)

18. (Previously presented) The compound according to claim 1, wherein said compound is selected from the following compounds having formulae **II-A** and **IV-A**:



II-A

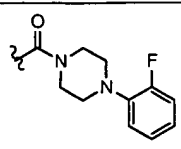
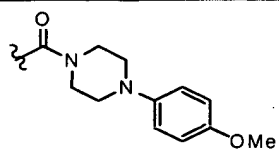
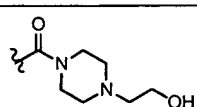
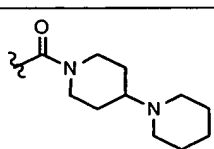
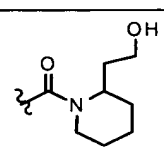
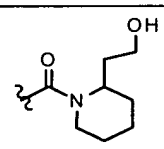
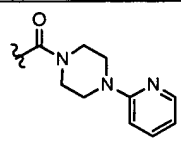
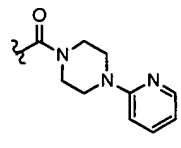
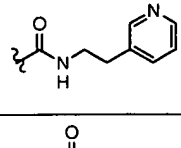
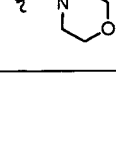
Compounds of Formula **II-A**


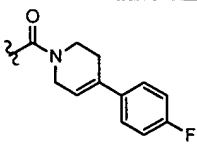
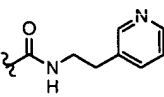

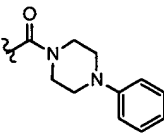

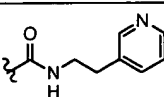


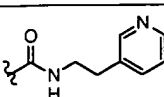
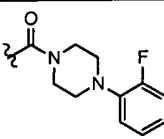
| No. | T-R ² | Q-R ⁴ |
|--------|---------------------|--|
| IIA-2 | 2-chlorophenyl | CONHCH ₂ (Ph) |
| IIA-3 | 2-chlorophenyl | CO(morpholin-4-yl) |
| IIA-4 | 4-methoxyphenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-5 | 3-fluorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-6 | 3-methoxyphenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-7 | 2,5-dimethoxyphenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-8 | 3,4-difluorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-9 | 2,3-difluorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-10 | 2,5-difluorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-11 | 4-methoxyphenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-12 | 3-fluorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-13 | 3-methoxyphenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-14 | 2,5-dimethoxyphenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-15 | 3,4-difluorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-16 | 2,3-difluorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-17 | 2,5-difluorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-18 | 4-methoxyphenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-19 | 3-fluorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-20 | 3-methoxyphenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-21 | 2,5-dimethoxyphenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-22 | 3,4-difluorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-23 | 2,3-difluorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-24 | 2,5-difluorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-25 | 4-fluorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-26 | 4-methoxyphenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-27 | 3-fluorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-28 | 3-methoxyphenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-29 | 2,5-dimethoxyphenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |


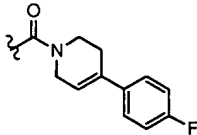
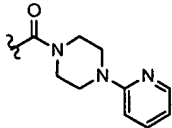
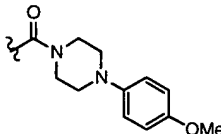
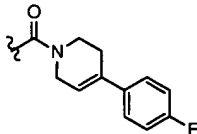
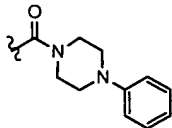
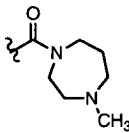
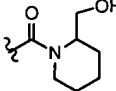
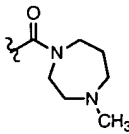
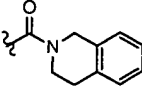
| No. | T-R ² | Q-R ⁴ |
|--------|---------------------|--|
| IIA-30 | 3,4-difluorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-31 | 2,3-difluorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-32 | 2,5-difluorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-33 | 4-fluorophenyl | CO(morpholin-4-yl) |
| IIA-34 | 4-methoxyphenyl | CO(morpholin-4-yl) |
| IIA-35 | 3-fluorophenyl | CO(morpholin-4-yl) |
| IIA-36 | 3-methoxyphenyl | CO(morpholin-4-yl) |
| IIA-37 | 2,5-dimethoxyphenyl | CO(morpholin-4-yl) |
| IIA-38 | 2,3-difluorophenyl | CO(morpholin-4-yl) |
| IIA-39 | 2,5-difluorophenyl | CO(morpholin-4-yl) |
| IIA-40 | 4-fluorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-41 | 4-methoxyphenyl | CO(4-Me-piperazin-1-yl) |
| IIA-42 | 3-fluorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-43 | 3-methoxyphenyl | CO(4-Me-piperazin-1-yl) |
| IIA-44 | 2,5-dimethoxyphenyl | CO(4-Me-piperazin-1-yl) |
| IIA-45 | 2,3-difluorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-46 | 2,5-difluorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-47 | 3-chlorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-48 | 3-chlorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-49 | 3-chlorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-50 | 3-chlorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-51 | 3-chlorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-52 | 4-chlorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-53 | 4-chlorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-54 | 4-chlorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-55 | 4-chlorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-56 | 4-chlorophenyl | CO(morpholin-4-yl) |
| IIA-57 | 4-chlorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-58 | 3,4-dichlorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-59 | 3,4-dichlorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-60 | 3,4-dichlorophenyl | CO(morpholin-4-yl) |
| IIA-61 | 3,4-dichlorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-62 | 2-F-3-chlorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-63 | 2-F-3-chlorophenyl | CONHCH ₂ (pyridin-3-yl) |

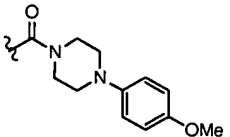
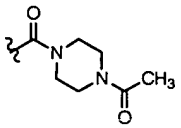
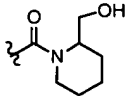
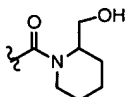
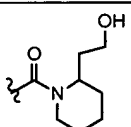
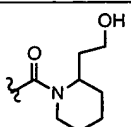
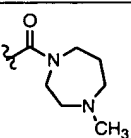
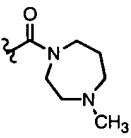
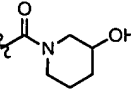
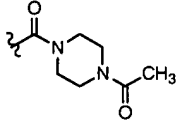
| No. | T-R ² | Q-R ⁴ |
|---------|-------------------------|--|
| IIA-64 | 2-F-3-chlorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-65 | 2-F-3-chlorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-66 | 2-F-3-chlorophenyl | CO(morpholin-4-yl) |
| IIA-67 | 2-F-3-chlorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-68 | 3-Cl-4-fluorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-69 | 3-Cl-4-fluorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-70 | 3-Cl-4-fluorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-71 | 3-Cl-4-fluorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-72 | 3-Cl-4-fluorophenyl | CO(morpholin-4-yl) |
| IIA-73 | 3-Cl-4-fluorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-74 | 3,4-dimethoxyphenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-75 | 3,4-dimethoxyphenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-76 | 3,4-dimethoxyphenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-77 | 3,4-dimethoxyphenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-78 | 3,4-dimethoxyphenyl | CO(morpholin-4-yl) |
| IIA-79 | 3,4-dimethoxyphenyl | CO(4-Me-piperazin-1-yl) |
| IIA-80 | 4-benzo[1,3]dioxol-5-yl | CONHCH ₂ (pyridin-4-yl) |
| IIA-81 | 4-benzo[1,3]dioxol-5-yl | CONHCH ₂ (pyridin-3-yl) |
| IIA-82 | 4-benzo[1,3]dioxol-5-yl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-83 | 4-benzo[1,3]dioxol-5-yl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-84 | 4-benzo[1,3]dioxol-5-yl | CO(morpholin-4-yl) |
| IIA-85 | 4-benzo[1,3]dioxol-5-yl | CO(4-Me-piperazin-1-yl) |
| IIA-86 | 3,5-dichlorophenyl | CONHCH ₂ (pyridin-4-yl) |
| IIA-87 | 3,5-dichlorophenyl | CONHCH ₂ (pyridin-3-yl) |
| IIA-88 | 3,5-dichlorophenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IIA-89 | 3,5-dichlorophenyl | CONHCH ₂ (1-Et-pyrrolidin-2-yl) |
| IIA-90 | 3,5-dichlorophenyl | CO(morpholin-4-yl) |
| IIA-91 | 3,5-dichlorophenyl | CO(4-Me-piperazin-1-yl) |
| IIA-93 | 3-chlorophenyl | CO(morpholin-4-yl) |
| IIA-106 | phenyl | |

| No. | T-R ² | Q-R ⁴ |
|---------|-------------------------|------------------|
| IIA-107 | phenyl | |
| IIA-108 | 3,4-dimethoxyphenyl | |
| IIA-109 | 3-chlorophenyl | |
| IIA-110 | 3-chlorophenyl | |
| IIA-111 | 3-methylphenyl | |
| IIA-114 | 2-fluoro-3-chlorophenyl | |
| IIA-115 | 3-chlorophenyl | |
| IIA-116 | 3,4-dimethoxyphenyl | |
| IIA-117 | 3,4-dimethoxyphenyl | |
| IIA-119 | 3-methylphenyl | |

| No. | T-R ² | Q-R ⁴ |
|---------|-------------------------|--|
| IIA-120 | 2-fluoro-3-chlorophenyl |  |
| IIA-121 | 2-fluoro-3-chlorophenyl |  |
| IIA-122 | 2-fluoro-3-chlorophenyl |  |
| IIA-123 | 3-chlorophenyl |  |
| IIA-124 | 3,4-dimethoxyphenyl |  |
| IIA-125 | 2-fluoro-3-chlorophenyl |  |
| IIA-126 | 2-fluoro-3-chlorophenyl |  |
| IIA-130 | phenyl |  |
| IIA-131 | phenyl |  |
| IIA-132 | phenyl |  |

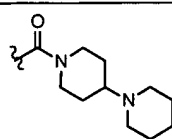
| No. | T-R ² | Q-R ⁴ |
|---------|-------------------------|--|
| IIA-133 | phenyl |  |
| IIA-134 | phenyl |  |
| IIA-135 | 3,4-dimethoxyphenyl |  |
| IIA-136 | 3,4-dimethoxyphenyl |  |
| IIA-137 | 3,4-dimethoxyphenyl |  |
| IIA-138 | 3-methylphenyl |  |
| IIA-139 | 3-methylphenyl |  |
| IIA-140 | 3-methylphenyl |  |
| IIA-141 | 2-fluoro-3-chlorophenyl |  |
| IIA-142 | 3-chlorophenyl |  |
| IIA-143 | 3-chlorophenyl |  |

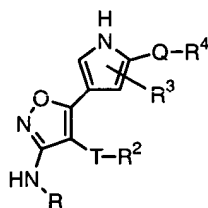
| No. | T-R ² | Q-R ⁴ |
|---------|---------------------|--|
| IIA-144 | 3-chlorophenyl |  |
| IIA-145 | 3-chlorophenyl |  |
| IIA-146 | 3-chlorophenyl |  |
| IIA-148 | phenyl |  |
| IIA-150 | 3,4-dimethoxyphenyl |  |
| IIA-151 | 3-methylphenyl |  |
| IIA-152 | 3-methylphenyl |  |
| IIA-153 | phenyl |  |
| IIA-154 | phenyl |  |
| IIA-155 | phenyl |  |

| No. | T-R ² | Q-R ⁴ |
|---------|---------------------|--|
| IIA-156 | 3,4-dimethoxyphenyl |  |
| IIA-157 | 3,4-dimethoxyphenyl |  |
| IIA-159 | 3-methylphenyl |  |
| IIA-160 | 3-chlorophenyl |  |
| IIA-161 | phenyl |  |
| IIA-162 | 3-chlorophenyl |  |
| IIA-163 | 3,4-dimethoxyphenyl |  |
| IIA-164 | 3-chlorophenyl |  |
| IIA-165 | phenyl |  |
| IIA-167 | phenyl |  |

| No. | T-R ² | Q-R ⁴ |
|---------|-------------------------|------------------|
| IIA-168 | 3,4-dimethoxyphenyl | |
| IIA-169 | 3,4-dimethoxyphenyl | |
| IIA-170 | 3,4-dimethoxyphenyl | |
| IIA-171 | 3-methylphenyl | |
| IIA-172 | 3-methylphenyl | |
| IIA-173 | 3-methylphenyl | |
| IIA-174 | 3-methylphenyl | |
| IIA-175 | 3-methylphenyl | |
| IIA-176 | 3-methylphenyl | |
| IIA-177 | 2-fluoro-3-chlorophenyl | |

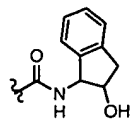
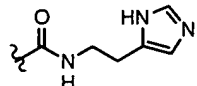
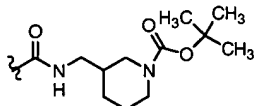
| No. | T-R ² | Q-R ⁴ |
|---------|------------------------------|------------------|
| IIA-179 | 2-fluoro-[[,]]3-chlorophenyl | |
| IIA-180 | 2-fluoro-[[,]]3-chlorophenyl | |
| IIA-182 | 3-chlorophenyl | |
| IIA-183 | 3-chlorophenyl | |
| IIA-184 | 3-chlorophenyl | |
| IIA-187 | 3-methylphenyl | |
| IIA-190 | 2-fluoro-3-chlorophenyl | |
| IIA-191 | phenyl | |
| IIA-192 | 3,4-dimethoxyphenyl | |
| IIA-193 | 3-methylphenyl | |

| No. | T-R ² | Q-R ⁴ |
|---------|------------------|--|
| IIA-194 | phenyl |  |



IV-A

Compounds of Formula IV-A

| No. | R | T-R ² | Q-R ⁴ |
|--------|----|--------------------------------|--|
| IVA-4 | H | phenyl | CO(pyrrolidin-1-yl) |
| IVA-5 | Me | phenyl | CONHCH ₂ (Ph) |
| IVA-16 | Me | 3-Cl-phenyl | CONHCH ₂ (pyridin-4-yl) |
| IVA-17 | H | 5-Cl-phenyl |  |
| IVA-18 | H | 5-F-phenyl | CONHCH ₂ (tetrahydrofuran-2-yl) |
| IVA-19 | Me | 5,6-F ₂ -phenyl | CO(4-Me-piperidin-1-yl) |
| IVA-20 | H | 4-Cl-phenyl | CONHCH ₂ (pyrid-4-yl) |
| IVA-21 | H | 4,5-(OMe) ₂ -phenyl |  |
| IVA-22 | Me | 4,5-Cl ₂ -phenyl |  |

19. (Previously presented) A composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier.

20. (Original) The composition according to claim 19 wherein said compound is formulated in a pharmaceutically acceptable manner for administration to a patient.

21. (Previously presented) The composition according to claim 19 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

22. (Previously presented) The composition according to claim 20 further comprising an additional therapeutic agent selected from a chemotherapeutic agent, an anti-inflammatory agent, an immunomodulatory or immunosuppressive agent, a neurotrophic factor, and agent for treating liver disease, an agent for treating a blood disorder, an agent for treating diabetes, or an agent for treating an immunodeficiency disorder.

23. (Currently amended) A method of inhibiting ERK or AKT activity *in vitro* in a biological sample selected from cell cultures or extracts thereof, biopsied material obtained from a mammal or extracts thereof, saliva, urine, feces, semen, tears, or extracts thereof, comprising the step of contacting said biological sample with a compound according to claim 1 or a composition according to claim 19.

24-26. (Canceled)

27. (Currently amended) A method for treating a disease in a patient comprising the step of administering to said patient a composition according to claim 19, wherein said disease is selected from cancer, wherein said cancer is breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer; ~~stroke, diabetes, hepatomegaly,~~ a cardiovascular disease selected from stroke, restenosis, cardiomegaly, arteriosclerosis, myocardial infarction, or congestive heart failure; ~~Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders, inflammation, asthma; or neurological disorders~~ Alzheimer's Disease, a hormone related disease, conditions associated with organ transplantation, immunodeficiency disorders, destructive bone disorders, proliferative disorders, infectious diseases, conditions associated with cell death, thrombin induced

~~platelet aggregation, chronic myelogenous leukemia (CML), liver disease, or pathologic immune conditions involving T-cell activation.~~

28. (Currently amended) The method according to claim 27 wherein said [[the]] disease is a cancer selected from breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer.

29. (Canceled)

30. (Currently amended) The method according to ~~either of claim~~[[s]] 28 ~~or 29~~ comprising the additional step of administering to said patient a chemotherapeutic agent.

31-32. (Canceled)

33. (Currently amended) The method according to claim 27 wherein said [[the]] disease is ~~a neurological disorder~~ Alzheimer's Disease.

34. (Canceled)

35. (Currently amended) The method according to claim 27 wherein the disease is a cardiovascular disease selected from stroke, restenosis, cardiomegaly, arteriosclerosis, myocardial infarction, or congestive heart failure.

36. (Canceled)

37. (Currently amended) The method according to either of claims 35 or 36 comprising the additional step of administering to said patient a therapeutic agent for treating cardiovascular disease.

38. (Currently amended) The method according to claim 27 wherein said [[the]] disease is asthma ~~an inflammatory disease.~~

39-43. (Canceled)